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USTA

United States Telephone Association

HOLDING COMPANY REPORT 1988

For the Year 1987

HOLDING COMPANY REPORT

At the end of 1987, there were 1,370 operating telephone companies in the United States. The twenty-four holding companies included in this report contain 259 of these operating companies.

The following pages contain information on the twenty-four holding companies. These companies represent 97.24% of the total industry access lines and 94.68% of the total industry operating revenues.

The largest telephone company or group in terms of access lines is Bell Atlantic Corporation, operating in the middle Atlantic states. The largest telephone company or group in terms of operating revenues is BellSouth Corporation, operating in the southeastern states. A listing of the Top Twenty-Five Companies or Groups can be found on page 52.

For further information, contact Kelley Hoolihan (202)835-3263

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ALLTEL CORPORATION
100 Executive Parkway
Hudson, Ohio 44236

Chairman:	Weldon W. Case
President & Chief Executive Officer:	Joe T. Ford
Executive Vice President & Chief Financial Officer:	Max E. Bobbitt
Executive Vice President - Telephone Operations:	Frederick G. Griech
Executive Vice President:	Charles W. Miller
Vice President - Controller:	Dennis J. Ferra
Vice President - Investor Relations:	Ronald D. Payne
Vice President:	Tom T. Orsini
Treasurer:	Nick F. Arena
Secretary:	George C. McConnaughey
Telephone Number:	216/650-7000
Year Incorporated:	1960

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	35,850
2. Number of Preferred Stockholders	4,421

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	982,996	--
2. Exchanges	496	--
3. Percentage of Access Lines of Industry Total	.78	--
4. Total Number of States Operating In	19	--
5. Total Plant	$1,991,240,000	$2,026
6. Total Operating Revenues	$ 576,156,000	$ 586
7. Number of Employees	5,695	--

Construction Expenditures

For Year 1987	$161,515,000
For Year 1988 (Estimated)	$155,500,000

ALLTEL CORPORATION

Name of Telephone Operating Companies
December 31, 1987

1. ALLTEL Alabama, Inc. - Leeds, Alabama
2. ALLTEL Arkansas, Inc. - Little Rock, Arkansas
3. ALLTEL Carolina, Inc. - Matthews, North Carolina
4. ALLTEL Florida, Inc. - Live Oak, Florida
5. ALLTEL Georgia, Inc. - Commerce, Georgia
6. ALLTEL Illinois, Inc. - Rantoul, Illinois
7. ALLTEL Indiana, Inc. - Ossian, Indiana
8. ALLTEL Kentucky, Inc. - Shepherdsville, Kentucky
9. ALLTEL Michigan, Inc. - Stockbridge, Michigan
10. ALLTEL Mississippi, Inc. - Florence, Mississippi
11. ALLTEL Missouri, Inc. - Dixon, Missouri
12. ALLTEL New York, Inc. - Jamestown, New York
13. ALLTEL Ohio, Inc. - Newark, Ohio
14. ALLTEL Oklahoma, Inc. - Roosevelt, Oklahoma
15. ALLTEL Pennsylvania, Inc. - Kittanning, Pennsylvania
16. ALLTEL South Carolina, Inc. - Lexington, South Carolina
17. ALLTEL Tennessee, Inc. - Powell, Tennessee
18. ALLTEL Texas, Inc. - Nocona, Texas
19. Brookville Telephone Company - Brookville, Pennsylvania
20. Clymer Telephone Company - Clymer, New York
21. Elyria Telephone Company - Elyria, Ohio
22. Heins Telephone Company - Sanford, North Carolina
23. Mountain State Telephone Company - Masontown, West Virginia
24. Murraysville Telephone Company - Export, Pennsylvania
25. Oklahoma ALLTEL, Inc. - Poteau, Oklahoma
26. Sandhill Telephone Company - Aberdeen, North Carolina
27. Western Reserve Telephone Company - Hudson, Ohio

AMERITECH
30 S. Wacker Drive
Chicago, Illinois 60606

Chairman & Chief Executive Officer:	William L. Weiss
Vice Chairman & Chief Financial and Adminstrative Officer:	William H. Springer
President of the Ameritech Enterprise Group:	Robert L. Barnett
President of the Ameritech Bell Group:	Ormand J. Wade
Senior Vice President - Corporate Strategy:	Kenneth E. Millard
Senior Vice President & General Counsel:	Thomas P. Hester
Vice President - Marketing:	Gary G. Drook
Vice President - Planning & Technology:	G. Mont Williams
Senior Vice President - Corporate Communications:	John A. Koten
Senior Vice President - Government Affairs:	Harry Kalajian
Vice President & Treasurer:	Carl G. Koch
Vice President - Information Systems Technology:	James R. Heidenreich
Vice President & Associate General Counsel:	Floyd S. Keene
Vice President & Comptroller:	Robert P. Schaen
Vice President - Compensation & Benefits:	Martha L. Thornton
Vice President - Human Resources, Labor Relations & Support Services:	Paul A. Downing
Vice President - Washington Office:	John J. Connarn
Secretary:	Bruce B. Howat
Telephone Number:	312/750-5000
Year Incorporated:	1983

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	1,205,812

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Per Access Line
1. Access Lines	15,094,000	--
2. Exchanges	961	--
3. Percentage of Access Lines of Industry Total	11.91	--
4. Total Number of States Operating In	5	--
5. Total Plant	$24,034,300,000	$1,592
6. Total Operating Revenues	$ 8,485,632,000	$ 562
7. Number of Employees	71,871	--

Construction Expenditures

For Year 1987	$1,880,000,000
For Year 1988 (Estimated)	$1,800,000,000
For Year 1989 (Estimated)	$1,790,000,000

AMERITECH

Name of Telephone Operating Companies
December 31, 1987

1. Illinois Bell Telephone Company - Chicago, Illinois
2. Indiana Bell Telephone Company, Inc. - Indianapolis, Indiana
3. Michigan Bell Telephone Company - Detroit, Michigan
4. The Ohio Bell Telephone Company - Cleveland, Ohio
5. Wisconsin Bell, Inc. - Milwaukee, Wisconsin

BELL ATLANTIC CORPORATION
1600 Market Street
Philadelphia, Pennsylvania 19103

Chairman & Chief Executive Officer:	Thomas E. Bolger
Vice Chairman & Chief Financial Officer:	Philip A. Campbell
President & Chief Operating Officer:	Raymond W. Smith
Executive Vice President & General Counsel:	Robert A. Levetown
Vice President - Finance & Controller:	William L. Bardeen
Vice President & Associate General Counsel:	John M. Kelleher
	William L. Leonard
Vice President - Secretary & Treasurer:	William O. Albertini
Vice President - Human Resources:	Edward G. Grogan
Vice President - Strategic Planning:	William M. Newport
Vice President - Special Assignment:	C. Hyde Tucker
Vice President Corporate Communications:	Donald H. Van Lenten
Telephone Number:	215/963-6000
Year Incorporated:	1983

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	1,335,000

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	16,056,907	--
2. Exchanges	965	--
3. Percentage of Access Lines of Industry Total	12.67	--
4. Total Number of States Operating In	7	--
5. Total Plant	$25,076,774,000	$1,562
6. Total Operating Revenues	$ 9,333,281,000	$ 581
7. Number of Employees	71,260	--

Construction Expenditures

For Year 1987	$2,343,780,000

BELL ATLANTIC CORPORATION

Name of Telephone Operating Companies
December 31, 1986

1. The Bell Telephone Company of Pennsylvania - Philadelphia, Pennsylvania
2. The Chesapeake and Potomac Telephone Company - Washington, D.C.
3. The Chesapeake and Potomac Telephone Company of Maryland - Baltimore, Maryland
4. The Chesapeake and Potomac Telephone Company of Virginia - Richmond, Virginia
5. The Chesapeake and Potomac Telephone Company of West Virginia - Charleston, West Virginia
6. The Diamond State Telephone Company - Philadelphia, Pennsylvania
7. New Jersey Bell Telephone Company - Newark, New Jersey

BELLSOUTH CORPORATION
1155 Peachtree Street N.E.
Atlanta, Georgia 30367-6000

Chairman, President & Chief Executive Officer:	John L. Clendenin
Vice Chairman - Finance & Administration:	John B. White, Jr.
Executive Vice President Governmental Affairs:	R. L. Mcguire
Executive Vice President & Senior General Counsel:	Norman C. Frost
Executive Vice President & General Counsel:	Walter H. Alford
Executive Vice President & Chief Financial Officer:	Harvey R. Holding
Executive Vice President Corporate Human Resources:	Richard J. Sharp
Vice President Corporate Planning & Budget:	C. Sidney Boren
Vice President Corporate Affairs & Secretary:	Malcolm L. Campbell
Vice President Public Relations:	C. Richard Yarbrough
Vice President Federal Relations:	Raymond K. Nolin
Vice President Federal Regulatory Affairs:	David J. Markey
Vice President & Associate General Counsel:	Vincent L. Sgrosso
Vice President Treasurer:	Arlen G. Yokley
Vice President Comptroller:	Patrick H. Casey
Vice President Industrial Relations & Benefits:	Roy B. Howard
Telephone Number:	404/249-2000
Year Incorporated:	1983

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	1,547,673

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	15,739,470	--
2. Exchanges	1,184	--
3. Percentage of Access Lines of Industry Total	12.42	--
4. Total Number of States Operating In	9	--
5. Total Plant	$31,014,400,000	$1,970
6. Total Operating Revenues	$11,387,200,000	$ 723
7. Number of Employees	85,540	--

Construction Expenditures

For Year 1987	$2,885,825,000
For Year 1988 (Estimated)	$2,869,000,000

BELLSOUTH CORPORATION

Name of Telephone Operating Companies
December 31, 1987

1. South Central Bell Telephone Company - Birmingham, Alabama
2. Southern Bell Telephone & Telegraph Company - Atlanta, Georgia

CENTEL CORPORATION
8725 Higgins Road
Chicago, Illinois 60631

Chairman, President & Chief Executive Officer:*	John P. Frazee, Jr.
Executive Vice President:	James A. Lovell, Jr.
Executive Vice President:	J. Stephen Vanderwoude
Senior Vice President, General Counsel & Secretary:	Karl Berolzheimer
Senior Vice President - Finance:	Eugene H. Irminger
Senior Vice President - Planning:	A. Allan Kurtze
Senior Vice President - Centel Services:	William J. Laggett
President - Central Telephone Company:	Samuel E. Leftwich
Treasurer:	Dale I. Parker
Telephone Number:	312/399-2500
Year Incorporated:	1909

* Effective April 1, 1988

Holding Company Figures
December 31, 1987

1. Number of Common Shareowners	37,515
2. Number of Preferred Shareowners	3,131

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	1,422,969	--
2. Exchanges	307	--
3. Percentage of Access Lines of Industry Total	1.13	--
4. Total Number of States Operating In	9	--
5. Total Plant	$2,427,712,000	$1,706
6. Total Operating Revenues	$ 824,574,000	$ 579
7. Number of Employees	7,837	--

Construction Expenditures

For Year 1987	$208,475,000
For Year 1988 (Estimated)	$193,738,000
For Year 1989 (Estimated)	$176,345,000

CENTEL CORPORATION

Name of Telephone Operating Companies
December 31, 1987

1. Central Telephone Company - Chicago, Illinois
   -Iowa Division
   -Minnesota Division
   -Nevada Division
   -North Carolina Division
2. Central Telephone Company of Florida - Tallahassee, Florida
3. Central Telephone Company of Illinois - Des Plaines, Illinois
4. Central Telephone Company of Ohio - Lorain, Ohio
5. Central Telephone Company of Texas - Killeen, Texas
6. Central Telephone Company of Virginia - Charlottesville, Virginia

CENTURY TELEPHONE ENTERPRISES, INC.
520 Riverside Drive
P. O. Box 4065
Monroe, Louisiana 71211

Chairman & Chief Executive Officer:	Clarke M. Williams
Vice Chairman, President & Chief Operating Officer:	Clarke M. Williams, Jr.
Executive Vice President, Chief Financial Officer & Treasurer:	Glen F. Post, III
President - Telephone Group:	Jim D. Reppond
President - Business Group:	David E. Hogan
Chief Administrative Officer:	W. Bruce Hanks
General Counsel & Secretary:	Harvey P. Perry
Senior Vice President - Business Group Finance & Administration:	Tony R. Davis
Vice President - Information Systems:	Kenneth R. Cole
Vice President - Revenues:	Marvin Cunningham, Jr.
Vice President - Administrative Affairs:	Gyl Dalrymple
Vice President & Controller - Finance Group:	R. Stewart Ewing, Jr.
Vice President - Human Resources:	Ray B. Finney
Vice President - Marketing:	Robert J. Frame
Vice President - Region II Telephone:	Harlin F. Hames
Vice President - Financial Services:	Harold LaGrone
Vice President:	W. F. Provance
Vice President Telcom Operations:	Jack W. Robinson
Telephone Number:	318/388-9000
Year Incorporated:	1968

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	6,372
2. Number of Preferred Stockholders	17

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	231,690	--
2. Exchanges	169	--
3. Percentage of Access Lines of Industry Total	.18	--
4. Total Number of States Operating In	11	--
5. Total Plant	$472,717,000	$2,040
6. Total Operating Revenues	$156,917,000	$ 677
7. Number of Employees	726	--

Construction Expenditures

For Year 1987	$40,000,000
For Year 1988 (Estimated)	$36,000,000

CENTURY TELEPHONE ENTERPRISES, INC.

Name of Telephone Operating Companies
December 31, 1987

1. Adamsville Telephone Company, Inc. - Adamsville, Tennessee
2. Athens Telephone Company, Inc. - Athens, Louisiana
3. Au Gres Telephone Company - Au Gres, Michigan
4. Caddoan Telephone Company - Springhill, Louisiana
5. Central Indiana Telephone Company, Inc. - Battle Ground, Indiana
6. Central Louisiana Telephone Company, Inc. - Jena, Louisiana
7. Central Telephone Company - Chesaning, Michigan
8. Century Telephone Company, Inc. - Greensburg, Louisiana
9. Century Telephone of Idaho, Inc. - Salmon, Idaho
10. Century Telephone of Michigan, Inc. - Pinconning, Michigan
11. Century Telephone of Wisconsin, Inc. - La Crosse, Wisconsin
12. Claiborne Telephone Company - New Tazewell, Tennessee
13. Coastal Telephone & Electronics Corp. - Breaux Bridge, Louisiana
14. Evangeline Telephone Company - Welsh, Louisiana
15. Hadley Telephone Company, Inc. - Hadley, Michigan
16. Holway Telephone Company - Maitland, Missouri
17. Home Telephone Company - Clive Branch, Mississippi
18. Liberty Telephone Company - Hardy, Arkansas
19. Liberty Telephone & Communications, Inc. - Hardy, Arkansas
20. Louisiana Western Telephone Company - Welsh, Louisiana
21. Mountain Home Telephone Company, Inc. - Mountain Home, Arkansas
22. Mustang Telephone Company - Port Aransas, Texas
23. Myrtle Telephone Company, Inc. - Myrtle, Mississippi
24. Northwest Louisiana Telephone Company, Inc. - Plain Dealing, Louisiana
25. Plain Dealing Telephone Company, Inc. - Plain Dealing, Louisiana
26. Redfield Telephone Company, Inc. - Redfield, Arkansas
27. Union Telephone Company, Inc. - Junction City, Arkansas
28. United Telephone Company of Louisiana, Inc. - Marion, Louisiana
29. Wyandotte Telephone Company - Wyandotte, Oklahoma

CINCINNATI BELL INC.
201 East Fourth Street
Cincinnati, Ohio 45202

Chairman & Chief Executive Officer:	Dwight H. Hibbard
President & Chief Operating Officer:	John T. LaMacchia
Executive Vice President & Chief Financial Officer:	Dennis J. Sullivan, Jr.
Executive Vice President:	Raymond R. Clark
Secretary & Treasurer:	Richard L. Dewey
Telephone Number:	513/397-9900
Year Incorporated:	1983

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	18,002

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	747,916	--
2. Exchanges	22	--
3. Percentage of Access Lines of Industry Total	.59	--
4. Total Number of States Operating In	3	--
5. Total Plant	$1,169,338,247	$1,563
6. Total Operating Revenues	$ 490,190,078	$ 655
7. Number of Employees	4,256	--

Construction Expenditures

For Year 1987	$87,269,000
For Year 1988 (Estimated)	$83,868,000
For Year 1989 (Estimated)	$86,645,000

CINCINNATI BELL INC.

Name of Telephone Operating Company
December 31, 1987

1. Cincinnati Bell Telephone Company - Cincinnati, Ohio

CONTEL CORPORATION
245 Perimeter Center Parkway
Atlanta, Georgia 30346

Chairman of the Board:	Charles Wohlstetter
President & Chief Executive Officer:	Donald W. Weber
Executive Vice President - Telephone Operations & Sector President:	James L. Carroll
President - Western Region:	Robert C. Abrams
President - Central Region:	Robert D. Alton, Jr.
President - Eastern Region:	Michael B. Esstman
Vice President - Finance:	Robert Nyswaner
Vice President - Human Resources:	Lois Berg
Vice President - Network Marketing & Design:	Stephen Welsh
Vice President - Public Affairs:	Gary W. McKillips
Vice President - Customer Services:	David Rowley
President, Contel Tenant Services, Inc.:	Robert Dammeyer
President, Contel Cellular Inc.:	Paul G. Kozlowski
Telephone Number:	404/391-8000
Year Incorporated:	1961

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	59,331
2. Number of Preferred Stockholders	1,301

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	2,377,837	--
2. Exchanges	1,847	--
3. Percentage of Access Lines of Industry Total	1.88	--
4. Total Number of States Operating In	30	--
5. Total Plant	$4,817,909,000	$2,026
6. Total Operating Revenues	$1,891,405,000	$ 795
7. Number of Employees	14,223	--

Construction Expenditures

For Year 1987	$490,600,000
For Year 1988 (Estimated)	$506,300,000

CONTEL CORPORATION

Name of Telephone Operating Companies
December 31, 1987

1. Bison State Telephone Company, Inc. - St. Paul, Minnesota
2. Contel of Texas, Inc. - Dallas, Texas
3. Contel System of Missouri - Wentzville, Missouri
4. Continental Telephone Company; Arizona, Idaho, New Mexico, Utah - Bellevue, Washingon
5. Continental Telephone Company of Arkansas - Russellville, Arkansas
6. Continental Telephone Company of California; Nevada - Victorville, California
7. Continental Telephone Company of Illinois - Sycamore, Illinois
8. Continental Telephone Company of Indiana, Inc. - Seymour, Indiana
9. Continental Telephone Company of Iowa - Knoxville, Iowa
10. Continental Telephone Company of Kansas, Inc. - Gardner, Kansas
11. Continental Telephone Company of Kentucky - London, Kentucky
12. Continental Telephone Company of Maine - Damariscotta, Maine
13. Continental Telephone Company of Minnesota, Inc. - Minneapolis, Minnesota
14. Continental Telephone Company of Missouri - Wentzville, Missouri
15. Continental Telephone Company of New Hampshire, Inc. - Hillsboro, New Hampshire
16. Continental Telephone Company of New York, Inc. - Johnstown, New York
17. Continental Telephone Company of North Carolina - Weaverville, North Carolina
18. Continental Telephone Company of the Northwest; Oregon, Washington - Bellevue, Washington
19. Continental Telephone Company of Pennsylvania - Hershey, Pennsylvania
20. Continental Telephone Company of the South; Alabama, Georgia - Atlanta, Georgia
21. Continental Telephone Company of South Carolina - Simpsonville, South Carolina
22. Continental Telephone Company of Vermont - Springfield, Vermont
23. Continental Telephone Company of Virginia - Mechanicsville, Virginia
24. Continental Telephone Company of West Virginia - St. Mary's, West Virginia
25. J.B.N. Telephone Compnay, Inc. - Wetmore, Kansas
26. Kansas State Telephone Company - Baxter Springs, Kansas
27. North Dakota Telephone Company - Devils Lake, North Dakota
28. Webster County Telephone Company - Wentzville, Missouri

CP NATIONAL CORPORATION
2121 North California Boulevard
Walnut Creek, California 94596-8192

Chairman of the Board & Chief Executive Officer:	Ben W. Agee
President & Chief Operating Officer:	Roy Kirkorian
Executive Vice President & Chief Financial Officer:	Michael E. Holmstrom
Vice President & General Manager - Telephone Operations:	Gregory A. Schramek
Vice President & Secretary:	Marvin S. Litt
Vice President & General Counsel:	Tom F. Mulvaney
Vice President - Corporate Affairs:	Ellen B. Stein
Controller:	Michael L. French
Treasurer:	Linda Kuroda
Director - Revenue Requirements:	Kim C.Mahoney
Director - Staff Services:	Scott Chesbro
Assistant Secretary:	Darren W. Goebels
Telephone Number:	415/945-4900
Year Incorporated:	1928

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	7,046
2. Number of Preferred Stockholders	320

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	62,281	--
2. Exchanges	99	--
3. Percentage of Access Lines of Industry Total	.05	--
4. Total Number of States Operating In	7	--
5. Total Plant	$215,186,555	$3,455
6. Total Operating Revenues	$ 86,254,000	$1,385
7. Number of Employees	576	--

Construction Expenditures

For Year 1987	$12,140,000
For Year 1988 (Estimated)	$17,885,000
For Year 1989 (Estimated)	$18,224,000

CP NATIONAL CORPORATION

Name of Telephone Operating Companies
December 31, 1987

1. CP National Telephone - Colusa,California
   - Myrtle Creek, Oregon
   - Elko, Nevada
2. Navajo Communications Company, Inc. - Window Rock, Arizona
3. Nevada Telephone - Telegraph Company - Tonopah, Nevada
4. Romain Telephone Company - Plains, Texas
5. Texas Midland Telephone Company - Grandview, Texas
6. Trinity Valley Telephone Company - Winnie, Texas
7. Tuolumne Telephone Company - Tuolumne, California

C-TEC CORPORATION
46 Public Square, Box 3000
Wilkes-Barre, Pennsylvania 18703

Chairman:	Andrew J. Sordoni, III
President:	Charles E. Parente
Executive Vice President & General Counsel:	William L. Moyer
Senior Vice President - Administration & External Affairs, and Secretary:	William J. Umphred
Chief Financial Officer:	James E. Bogdan
Vice President - Marketing & Development:	Donald P. Roskos
Vice President - Human Resources:	John J. Menapace
Controller:	Sam A. Rostock
Executive Vice President - Telephone Group:	Jack H. Thomas
Telephone Number:	717/825-1100
Year Incorporated:	1979

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders and Class B Common Stockholders	4,173
2. Number of Preferred Stockholders	6

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	169,796	--
2. Exchanges	80	--
3. Percentage of Access Lines of Industry Total	.13	--
4. Total Number of States Operating In	1	--
5. Total Plant	$274,231,020	$1,615
6. Total Operating Revenues	$ 92,872,669	$ 547
7. Number of Employees	734	--

Construction Expenditures

For Year 1987	$24,113,957
For Year 1988 (Estimated)	$27,682,158
For Year 1989 (Estimated)	$29,952,000

C-TEC CORPORATION

Name of Telephone Operating Company
December 31, 1987

1. Commonwealth Telephone Company - Dallas, Pennsylvania

FAIL, INCORPORATED
P. O. Box 2146
Monroe, Louisiana 71207

President & Chief Operating Officer:	Joseph D. Fail
Executive Vice President:	Walter J. Frank, Jr.
Executive Vice President - Telephone Operations:	Lera Roark
Executive Vice President:	Harvey Poole
Treasurer & Secretary:	Charles F. Fail
Assistant Secretary:	Donna F. Alexander
Telephone Number:	601/764-3143 318/322-0015
Year Incorporated:	1984

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	0
2. Number of Preferred Stockholders	0

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	15,716	--
2. Exchanges	10	--
3. Percentage of Access Lines of Industry Total	.01	--
4. Total Number of States Operating In	3	--
5. Total Plant	$27,184,151	$1,729
6. Total Operating Revenues	$ 9,343,821	$ 595
7. Number of Employees	51	--

Construction Expenditures

For Year 1987	$1,399,122

FAIL INCORPORATED

Name of Telephone Operating Companies
December 31, 1987

1. Chickamauga Telephone Company - Bay Springs, Mississippi
2. Ooltewah-Collegedale Telephone Company - Monroe, Louisiana
3. Mound Bayou Telephone & Communications, Inc. - Bay Springs, Mississippi
4. Fulton Telephone Company Inc. - Fulton, Mississippi

GTE CORPORATION
One Stamford Forum
Stamford, Connecticut 06904

Chairman & Chief Executive Officer:	Theodore F. Brophy
President & Chief Operating Officer:	James L. Johnson
Senior Vice President:	James L. Broadhead
Telephone Number:	203/965-2000
Year Incorporated:	1935

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	441,377
2. Number of Preferred Stockholders	10,516

Figures for U.S. Regulated Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	11,559,536	--
2. Exchanges	2,012	--
3. Percentage of Access Lines of Industry Total	9.12	--
4. Total Number of States Operating In	31	--
5. Total Plant	$25,219,106,000	$2,182
6. Total Operating Revenues	$ 8,716,026,000	$ 754
7. Number of Employees	82,400	--

Regulated Construction Expenditures

For Year 1987	$2,579,184,000

GTE CORPORATION

Name of U.S. Regulated Telephone Operating Companies
December 31, 1987

1. General Telephone Company of Alaska - Seattle, Washington
2. General Telephone Company of California - Thousand Oaks, California
3. General Telephone Company of Florida - Tampa, Florida
4. General Telephone Company of the Northwest, Inc. - Everett, Washington
5. General Telephone Company of the South - Durham, North Carolina
6. General Telephone Company of the Southwest - San Angelo, Texas
7. GTE MTO, Incorporated - Westfield, Indiana
8. Hawaiian Telephone Company - Honolulu, Hawaii

NORTH-WEST TELECOMMUNICATIONS, INC.
901 Kilbourn Avenue
Tomah, Wisconsin 54660

President, Chief Executive Officer, & Treasurer:	Harry W. Wellenkotter
Assistant to the President:	Peter G. Allen
Vice President - Engineering & Technology:	John E. Effa
Vice President - Finance:	Terry M. Murphy
Assistant Treasurer & Assistant Secretary:	Doris M. Welch
Secretary & Vice President:	Hugh H. Bell
Telephone Number:	608/372-4151
Year Incorporated:	1982

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	1,100

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	61,161	--
2. Exchanges	30	--
3. Percentage of Access Lines of Industry Total	.05	--
4. Total Number of States Operating In	1	--
5. Total Plant	$106,651,591	$1,744
6. Total Operating Revenues	$50,017,857	$ 818
7. Number of Employees	499	--

Construction Expenditures

For Year 1987	$10,500,000
For Year 1988 (Estimated)	$ 9,300,000

NORTH-WEST TELECOMMUNICATIONS, INC.

Name of Telephone Operating Companies
December 31, 1987

1. The Footville Telephone Company - Footville, Wisconsin
2. North-West Telephone Company - Tomah, Wisconsin
3. Platteville Telephone Company - Platteville, Wisconsin
4. Sullivan Telephone Company - Sullivan, Wisconsin

NYNEX CORPORATION
335 Madison Avenue
New York, New York 10017

Chairman & Chief Executive Officer:	Delbert Staley
Vice Chairman of the Board & Chief Financial Officer:	William G. Burns
Telephone Number:	212/370-7400
Year Incorporated:	1983

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	1,227,989

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	16,046,014	--
2. Exchanges	2,678	--
3. Percentage of Access Lines of Industry Total	12.66	--
4. Total Number of States Operating In	7	--
5. Total Plant	$23,137,445,000	$1,442
6. Total Operating Revenues	$10,715,133,000	$ 668
7. Number of Employees	78,890	--

Construction Expenditures

For Year 1987	$2,318,540,000

NYNEX CORPORATION

Name of Telephone Operating Companies
December 31, 1987

1. New England Telephone & Telegraph Company - Boston, Massachusetts
2. New York Telephone Company - New York, New York

PACIFIC TELECOM, INC.
805 Broadway, P.O. Box 9901
Vancouver, Washington 98668

Chairman:	A. M. Gleason
President & Chief Executive Officer:	C. E. Robinson
Executive Vice President:	C. E. Peterson
Senior Vice President:	V. K. Dunham
Senior Vice President:	J. P. Best
Vice President & Secretary:	J. E. McGill
Vice President & Treasurer:	B. M. Wirkkala
Vice President:	E. R. Geiger
Vice President:	C. Kegley, Jr.
Vice President:	R. W. Bunke
Controller:	J. H. Huesgen
Telephone Number:	206/690-0983
Year Incorporated:	1955

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	4,584
2. Number of Preferred Stockholders	78

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	229,958	--
2. Exchanges	209	--
3. Percentage of Access Lines of Industry Total	.18	--
4. Total Number of States Operating In	10	--
5. Total Plant	$557,568,387	$2,425
6. Total Operating Revenues	$194,968,769	$ 848
7. Number of Employees	1,138	--

Construction Expenditures

For Year 1987	$36,950,600
For Year 1988 (Estimated)	$40,308,800
For Year 1989 (Estimated)	$43,492,000

PACIFIC TELECOM, INC.

Name of Telephone Operating Companies
December 31, 1987

1. Cascade Autovon Company - North Bend, Washington
2. Cencom, Inc. - Rushford, Minnesota
3. Eagle Telecommunications, Inc. - Eagle, Colorado
4. Gem State Utilities Corporation - Cheney, Washington
5. Inter Island Telephone Company, Inc. - Friday Harbor, Washington
6. Telephone Utilities of Wyoming, Inc. - Pinedale, Wyoming
7. Northwestern Telephone Systems, Inc. - Kalispell, Montana
8. Peninsula Telecommunications, Inc. - Forks, Washington
9. Rose Valley Telephone Company - Lebanon, Oregon
10. Telephone Utilities of Alaska, Inc. - Anchorage, Alaska
11. Telephone Utilities of Eastern Oregon, Inc. - Lebanon, Oregon
12. Telephone Utilities of the Northland, Inc. - Anchorage, Alaska
13. Telephone Utilities of Oregon, Inc. - Lebanon, Oregon
14. Telephone Utilities of Washington, Inc. - Cheney and Gig Harbor, Washington

PACIFIC TELESIS GROUP
130 Kearny Street, 37th Floor
San Francisco, California 94108

Chairman & Chief Executive Officer:	D. E. Guinn
Group President & Chief Operating Officer:	S. L. Ginn
Vice Chairman & Chief Financial Officer:	J. E. Hulse
President & Chief Executive Officer - Pacific Bell:	P. J. Quigley
Executive Vice President - Human Resour	J. R. Moberg
Executive Vice President - General Counsel & Secretary:	R. V. R. Dalenberg
Executive Vice President - Law	R. W. Odgers
Executive Vice President - External Affairs:	A. C. Latno, Jr.
Vice President & Treasurer:	L. L. Christensen
Vice President & Comptroller:	K. T. Murphy
Executive Vice President - Corporate Strategy:	R. C. Blanz
President & Chief Executive Officer - Pac Tel Corporation:	C. L. Cox
Telephone Number:	415/394-3000
Year Incorporated:	1983

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	1,130,000

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	12,525,000	--
2. Exchanges	436	--
3. Percentage of Access Lines of Industry Total	9.88	--
4. Total Number of States Operating In	2	--
5. Total Plant	$22,385,941,000	$1,787
6. Total Operating Revenue	$ 8,508,413,000	$ 679
7. Number of Employees	67,770	--

Construction Expenditures

For Year 1987	$1,521,835,000

PACIFIC TELESIS GROUP

Name of Telephone Operating Companies
December 31, 1987

1. Nevada Bell - Reno, Nevada
2. Pacific Bell - San Francisco, California

ROCHESTER TELEPHONE CORPORATION
100 Midtown Plaza
Rochester, New York 14646-0001

President & Chief Executive Officer:	Alan C. Hasselwander
Vice President - Telephone Operations:	John H. Cline
Vice President - Finance, Chief Financial Officer; Secretary & Treasurer:	David C. Mitchell
President - RCI Corporation, Rotelcom, & RTMC:	Ronald L. Bittner
President - Rochester Tel Business Marketing Corporation:	Richard E. Sayers
Assistant Secretary:	Josephine S. Trubek
Assistant Secretary:	Kenneth P. Schirmuhly
Assistant Treasurer:	John K. Purcell
Telephone Number:	716/955-9800
Year Incorporated:	1920

Company Figures
December 31, 1987

1. Number of Common Stockholders	14,962
2. Number of Preferred Stockholders	444

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	506,433	--
2. Exchanges	94	--
3. Percentage of Access Lines of Industry Total	.40	--
4. Total Number of States Operating In	2	--
5. Total Plant	$559,240,000	$1,104
6. Total Operating Revenues	$291,499,000	$ 576
7. Number of Employees	3,109	--

Construction Expenditures

For Year 1987	$ 98,619,000
For Year 1988 (Estimated)	$ 81,500,000

ROCHESTER TELEPHONE CORPORATION

Name of Telephone Operating Companies
December 31, 1987

1. AuSable Valley Telephone Company - Keeseville, New York
2. Breezewood Telephone Company - Breezewood, Pennsylvania
3. Canton Telephone Company - Canton, Pennsylvania
4. Enterprise Telephone Company - New Holland, Pennsylvania
5. Highland Telephone Company - Monroe, New York
6. Oswayo River Telephone Company - Shinglehouse, Pennsylvania
7. Sylvan Lake Telephone Company - Hopewell Junction, New York

SOUTHERN NEW ENGLAND TELECOMMUNICATIONS CORPORATION
227 Church Street
New Haven, Connecticut 06510

Chairman, President & Chief Executive Officer:	Walter H. Monteith, Jr.
Senior Vice President - Marketing and Sales:	Richard M. Donofrio
Senior Vice President - Finance & Planning:	Daniel J. Miglio
Senior Vice President - Operations:	Robert F. Neal
Vice President & General Counsel:	James B. Curtin
Vice President - Personnel & Corporate Relations:	Jean M. Handley
Vice President - Network, and Chief Technology Officer:	Charles B. Harrison
President - SNET Diversified Group:	A. T. Kelly, III
Vice President - Market Plans:	John D. Martens
Vice President - Transition Management:	Ross L. Miller
Vice President - Regulatory Matters:	Terry O. Oulundsen
Vice President - Directory:	O. Haydn Owens, Jr.
President - SNET FiberCom, Inc.:	Arthur E. Parsons
Secretary & Treasurer:	E. William Kobernusz
Comptroller:	John A. Sadek
Telephone Number:	203/771-5200
Year Incorporated:	1983

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	73,357

Figures for Your Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	1,779,204	--
2. Exchanges	87	--
3. Percentage of Access Lines of Industry Total	1.40	--
4. Total Number of States Operating In	1	--
5. Total Plant	$2,126,600,000	$1,195
6. Total Operating Revenues	$1,469,800,000	$ 826
7. Number of Employees	12,972	--

Construction Expenditures

For Year 1987	$380,700,000
For Year 1988 (Estimated)	$330,000,000

SOUTHERN NEW ENGLAND TELECOMMUNICATIONS CORPORATION

Name of Telephone Operating Company
December 31, 1987

1. Southern New England Telephone Company - New Haven, Connecticut

SOUTHWESTERN BELL CORPORATION
One Bell Center, Suite 4210
St. Louis, Missouri 63101

Chairman and Chief Executive Officer:	Zane E. Barnes
President & Chief Executive Officer; Southwestern Bell Telephone Company:	John E. Hayes, Jr
Vice Chairman - Human Resources & Corporate Communications:	Gerald D. Blatherwick
Vice Chairman - Corporate Development:	Robert G. Pope
Vice Chairman & Chief Financial Officer:	Edward E. Whitacre, Jr.
Senior Vice President & General Counsel:	Edgar Mayfield
Group President:	James B. Ellis
Group President:	Richard A. Harris
Vice President - Corporate Communications:	Gray Kerrick
Vice President - Human Resources:	Guy E. Miller, Jr.
Vice President - Government & Industry Affairs:	Dick G. Boerger
Vice President - Finance & Treasurer:	Michael Kaufman
Vice President - Strategic Planning:	Robert A. Dickemper
Vice President & Secretary:	Ann Goddard
Telephone Number:	314/235-9800
Year Incorporated:	1983

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	1,174,151

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	11,104,974	---
2. Exchanges	872	--
3. Percentage of Access Lines of Industry Total	8.76	--
4. Total Number of States Operating In	5	--
5. Total Plant	$22,567,600,000	$2,032
6. Total Operating Revenues	$ 7,133,600,000	$ 642
7. Number of Employees	59,620	--

Construction Expenditures

For Year 1987	$1,413,600,000

SOUTHWESTERN BELL CORPORATION

Name of Telephone Operating Company
December 31, 1987

1. Southwestern Bell Telephone Company - St. Louis, Missouri

TELEPHONE & DATA SYSTEMS, INC.
79 West Monroe Street, Suite 905
Chicago, Illinois 60603

Chairman of the Board:	LeRoy T. Carlson
President & Chief Executive Officer:	LeRoy T. Carlson, Jr.
Executive Vice President - Finance:	Murray L. Swanson
Vice President:	Lester O. Johnson
Vice President - Engineering:	Rudolph E. Hornacek
Vice President & Wisconsin Region Manager:	Donald R. Brown
Vice President & Northeast Region Manager:	Robert J. Collins
Vice President - Corporate Development:	George L. Dienes
Vice President - Human Resources:	C. Theodore Herbert
Vice President:	Albert E. Serewicz
Vice President - Revenue Requirements:	Arland R. Hocker
Vice President - Plant Operations:	Vincent J. Reed
Vice President - Special Projects:	Robert M. Laurion
Vice President - Customer Services:	Louis D. Reilly, III
Treasurer:	Ronald D. Webster
Controller:	Gregory J. Wilkinson
Assistant Controller, Controller Telephone Operations:	William G. Grabel
Secretary:	Michael G. Hron
Telephone Number:	312/630-1900
Year Incorporated:	1969

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	2,632
2. Number of Series A Common Stockholders	78
3. Number of Preferred Stockholders	168

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	221,991	--
2. Exchanges	210	--
3. Percentage of Access Lines of Industry Total	.18	--
4. Total Number of States Operating In	24	--
5. Total Plant	$426,833,069	$1,923
6. Total Operating Revenues	$139,798,900	$ 630
7. Number of Employees	1,246	--

Construction Expenditures

For Year 1987	$40,600,000
For Year 1988 (Estimated)	$42,000,000
For Year 1989 (Estimated)	$35,000,000

TELEPHONE AND DATA SYSTEMS, INC.

Name of Telephone Operating Companies
December 31, 1987

1. Amelia Telephone Corporation - Amelia, Virginia
2. Arcadia Telephone Company - Arcadia, Ohio
3. Asotin Telephone Company - Asotin, Washington
4. Augusta Telephone Company - Augusta, Michigan
5. Badger State Telephone Company, Inc. - Neillsville, Wisconsin
6. Barnardsville Telephone Company - Barnardsville, North Carolina
7. Black Earth Telephone Company, Inc. - Black Earth, Wisconsin
8. Bonduel Telephone Company - Bonduel, Wisconsin
9. Burlington, Brighton, & Wheatland Telephone Company - Burlington, Wisconsin
10. Butler Telephone Company - Butler, Alabama
11. Calhoun City Telephone Company, Inc. - Calhoun City, Mississippi
12. Central State Telephone Company - Vesper, Wisconsin
13. Chatham Telephone Company - Chatham, Michigan
14. Clayton Telephone Company - Clayton, Michigan
15. Cleveland County Telephone Company, Inc. - Rison, Arkansas
16. Communications Corporation of Indiana - Roachdale, Indiana
17. Concord Telephone Exchange, Inc. - Concord, Tennessee
18. Continental Telephone Company - Continental, Ohio
19. Decatur Telephone Company, Inc. - Decatur, Arkansas
20. Dodge County Telephone Company - Reeseville, Wisconsin
21. Edwards Telephone Company, Inc. - Edwards, New York
22. Elnora Telephone Company, Inc. - Elnora, Indiana
23. Fayetteville Telephone Company - Fayetteville, Ohio
24. Fennimore Telephone Company - Fennimore, Wisconsin
25. Greenwood Telephone Company, Inc. - Greenwood, Wisconsin
26. Grove Hill Telephone Corporation - Grove Hill, Alabama
27. Harlan Telephone Company - Pleasant Plain, Ohio
28. Hartland & St. Albans Telephone Company - Hartland, Maine
29. Hickory Telephone Company - Hickory Corners, Michigan
30. Home Telephone Company of Pittsboro, Inc. - Pittsboro, Indiana
31. Home Telephone Company, Inc. - Waldron, Indiana
32. Home Telephone Company - Condon, Oregon
33. Kearsarge Telephone Company - New London, New Hampshire
34. Ludlow Telephone Company, Inc. - Ludlow, Vermont
35. Mahanoy & Mahantango Telephone Company - Herndon, Pennsylvania
36. McClellanville Telephone Company, Inc. - McClellanville, South Carolina
37. Meriden Telephone Company - Meriden, New Hampshire
38. Mid-State Telephone Company - Spicer, Minnesota
39. Midway Telephone Company - Medford, Wisconsin
40. Mosel & Centerville Telephone Company - Cleveland, Wisconsin
41. Mt. Vernon Telephone Company - Verona, Wisconsin
42. New London Telephone Company - New London, Missouri
43. Northfield Telephone Company - Northfield, Vermont
44. Oakman Telephone Company, Inc. - Oakman, Alabama
45. Oklahoma Communications Systems, Inc. - Choctaw, Oklahoma
46. Peoples Telephone Company - Leesburg, Alabama
47. Peoples Telephone Company - Mt. Hope, Wisconsin
48. Perkinsville Telephone Company, Inc. - Perkinsville, Vermont
49. Poseyville Telephone Company, Inc. - Poseyville, Indiana
50. Quincy Telephone Company - Quincy, Florida
51. Rock River Telephone Company - Johnson Creek, Wisconsin
52. St. Stephen Telephone Company - St. Stephen, South Carolina
53. Scandinavia Telephone Company - Scandinavia, Wisconsin

54. Service Telephone Company, Inc. - Fair Bluff, North Carolina
55. Shiawassee Telephone Company - Perry, Michigan
56. Somerset Telephone Company - North Anson, Maine
57. Stockbridge & Sherwood Telephone Company, Inc. - Sherwood, Wisconsin
58. Stoutland Telephone Company - Stoutland, Missouri
59. Sugar Valley Telephone Company - Logantown, Pennsylvania
60. Tellico Telephone Company, Inc. - Tellico Plains, Tennessee
61. Tennessee Telephone Company - Knoxville, Tennessee
62. Tenney Telephone Company - Alma, Wisconsin
63. Troy Telephone Company - Troy, Idaho
64. Valders Telephone Company - Valders, Wisconsin
65. Wadesville Telephone Company - Wadesville, Indiana
66. Warren Telephone Company - Warren, Maine
67. Waunakee Telephone Company - Waunakee, Wisconsin
68. West Penobscot Telephone & Telegraph Company - Corinna, Maine
69. Williston Telephone Company - Williston, South Carolina
70. Wolverine Telephone Company - Millington, Michigan

TELEPHONE ELECTRONICS CORPORATION
P.O. Box 2146
Monroe, Louisiana 71207

Chairman, Chief Executive Officer; President & Chief Operating Officer:	Charles F. Fail
Executive Vice President; Chief Financial Officer:	Walter J. Frank, Jr.
Vice President - Industry Relations & Regulatory Affairs:	Lera O'Brian-Roark
Vice President - Regulated Operations:	Harvey G. Poole
Treasurer and Secretary::	Joseph D. Fail
Telephone Number:	318/322-0015 601/764-3143
Year Incorporated:	1972

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	0
2. Number of Preferred Stockholders	0

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	23,677	--
2. Exchanges	27	--
3. Percentage of Access Lines of Industry Total	.01	--
4. Total Number of States Operating In	3	--
5. Total Plant	$48,054,275	$2,030
6. Total Operating Revenues	$62,966,502	$2,659
7. Number of Employees	127	--

Construction Expenditures

For Year 1987	$4,097,228

TELEPHONE ELECTRONICS CORPORATION

Name of Telephone Operating Companies
December 31, 1987

1. Bay Springs Telephone Company - Bay Springs, Mississippi
2. Crockett Telephone Company - Bradford, Tennessee
3. National Telephone of Alabama - Cherokee, Alabama
4. Peoples Telephone Company - Erin, Tennessee
5. Roanoke Telephone Company - Roanoke, Alabama
6. West Tennessee Telephone Company - Bradford, Tennessee

UNITED TELECOMMUNICATIONS, INC.
2330 Shawnee Mission Parkway
Westwood, Kansas 66205

President & Chief Executive Officer:	William T. Esrey
Vice Chairman & Chief Financial Officer:	Charles W. Battey
Executive Vice President:	Curtis G. Fields
Executive Vice President - General Counsel:	John F. Dodd
Executive Vice President - Corporate Affairs:	Ronald T. LeMay
Executive Vice President - Corporate Development and Technology:	John C. Hancock
Senior Vice President - Operations:	Richard H. Brown
Telephone Number:	913/676-8440
Year Incorporated:	1938

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	78,960
2. Number of Preferred Stockholders	3,810

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	3,516,814	--
2. Exchanges	1,077	--
3. Percentage of Access Lines of Industry Total	2.78	--
4. Total Number of States Operating In	19	--
5. Total Plant	$6,637,120,000	$1,887
6. Total Operating Revenues	$2,405,311,000	$ 684
7. Number of Employees	20,427	--

Construction Expenditures

For Year 1987	$676,590,000
For Year 1988 (Estimated)	$649,000,000
For Year 1989 (Estimated)	$632,000,000

UNITED TELECOMMUNICATIONS, INC.

Name of Telephone Operating Companies
December 31, 1987

1. Carolina Telephone & Telegraph Company - Tarboro, North Carolina
2. United Inter-Mountain Telephone Company - Bristol, Tennessee
3. United Telephone Company of Arkansas - Overland Park, Kansas
4. United Telephone Company of the Carolinas - Bristol, Tennessee
5. United Telephone Company of Florida - Altamonte Springs, Florida
6. United Telephone Company of Indiana, Inc. - Warsaw, Indiana
7. United Telephone Company of Iowa - Overland Park, Kansas
8. United Telephone Company of Kansas - Overland Park, Kansas
9. United Telephone Company of Minnesota - Overland Park, Kansas
10. United Telephone Company of Missouri - Overland Park, Kansas
11. United Telephone Company of New Jersey - Carlisle, Pennsylvania
12. United Telephone Company of the Northwest - Hood River, Oregon
13. United Telephone Company of Ohio - Mansfield, Ohio
14. United Telephone Company of Pennsylvania - Carlisle, Pennsylvania
15. United Telephone Company of Texas - Overland Park, Kansas
16. United Telephone Company of the West - Overland Park, Kansas

UNIVERSAL TELEPHONE, INC.
231 West Wisconsin Avenue
Milwaukee, Wisconsin 53203

Chairman of the Board:	Jack F. Rowe
President:	Dennis S. Leavitt
Vice President:	Robert D. Sarver
Treasurer:	Richard P. Ausman
Telephone Number:	414/278-7000
Year Incorporated:	1961

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	1
2. Number of Class A Special Stockholders	1

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	45,283	--
2. Exchanges	59	--
3. Percentage of Access Lines of Industry Total	.04	--
4. Total Number of States Operating In	5	--
5. Total Plant	$78,354,595	$1,730
6. Total Operating Revenues	$20,725,327	$ 458
7. Number of Employees	258	--

Construction Expenditures

For Year 1987	$6,477,000
For Year 1988 (Estimated)	$9,400,000
For Year 1989 (Estimated)	$4,400,000

UNIVERSAL TELEPHONE, INC.

Name of Telephone Operating Companies
December 31, 1987

1. Forestville Telephone Company, Inc. - Forestville, Wisconsin
2. Larsen-Readfield Telephone Company - Larsen, Wisconsin
3. Mid-America Telephone Company, Inc. - Stonewall, Oklahoma
4. Monroe County Telephone Company - Sparta, Wisconsin
5. Solon Springs Telephone Company - Frederic, Wisconsin
6. Universal Telephone Company of Colorado - Pagosa Springs, Colorado
7. Universal Telephone Company of Northern Wisconsin, Inc. - Manitowish Waters, Wisconsin & Hawkins, Wisconsin
8. Universal Telephone Company of the Southwest - Zuni, New Mexico

U. S. WEST INCORPORATED
7800 E. Orchard Road
Englewood, Colorado 80111

President & Chief Executive Officer:	Jack A. MacAllister
Executive Vice President:	Richard D. McCormick
Executive Vice President, General Counsel & Secretary:	Laurence W. DeMuth, Jr.
Executive Vice President & Chief Financial Officer:	Howard P. Doerr
Vice President & Treasurer:	James T. Anderson
Vice President - Human Affairs:	Richard Remington
Vice President - Public Relations:	Judi Servoss
Executive Vice President & Chief Planning Officer:	Charles Lillis
President - Commercial Development Division:	Robert E. Runice
Vice President & Controller:	David I. Brenner
Vice President - Federal Relations:	H. Laird Walker
Telephone Number:	303/793-6500
Year Incorporated:	1983

Holding Company Figures
December 31, 1987

1. Number of Common Stockholders	1,049,625

Figures for Telephone Operating Companies
December 31, 1987

	Totals for Group	Average Per Access Line
1. Access Lines	11,613,000	--
2. Exchanges	1,574	--
3. Percentage of Access Lines of Industry Total	9.16	--
4. Total Number of States Operating In	14	--
5. Total Plant	$22,060,100,000	$1,900
6. Total Operating Revenues	$ 7,651,500,000	$ 659
7. Number of Employees	57,463	--

Construction Expenditures

For Year 1987	$1,618,000,000

U. S. WEST INCORPORATED

Name of Telephone Operating Companies
December 31, 1987

1. Mountain Bell - Arizona; Colorado; Montana; New Mexico; Utah; Wyoming
2. Northwestern Bell - Iowa; Minnesota; North Dakota; South Dakota
3. Pacific Northwest Bell - Oregon; Washington

TOP 25 TELEPHONE COMPANIES OR GROUPS
December 31, 1987

In Order of Access Lines	Total Access Lines	Percentage of Access Lines	Total Operating Revenues
1. Bell Atlantic Corporation - Philadelphia, Pennsylvania	16,056,907	12.67	$ 9,333,281,000
2. NYNEX Corporation - New York, New York	16,046,014	12.66	10,715,133,000
3. BellSouth Corporation - Atlanta, Georgia	15,739,470	12.42	11,387,200,000
4. Ameritech Corporation - Chicago, Illinois	15,094,000	11.91	8,485,632,000
5. Pacific Telesis Group - San Francisco, California	12,525,000	9.88	8,508,413,000
6. U. S. West Incorporated - Englewood, Colorado	11,613,000	9.16	7,651,500,000
7. GTE Corporation - Stamford, Connecticut	11,559,536	9.12	8,716,026,000
8. Southwestern Bell Corporation - St. Louis, Missouri	11,104,974	8.76	7,133,600,000
9. United Telecommunications, Inc. - Overland Park, Kansas	3,516,814	2.78	2,405,311,000
10. Contel Corporation - Atlanta, Georgia	2,377,837	1.88	1,891,405,000
11. Southern New England Communications Corp. - New Haven, Connecticut	1,779,204	1.40	1,469,800,000
12. Centel Corporation - Chicago, Illinois	1,422,969	1.13	824,574,000
13. ALLTEL Corporation - Hudson, Ohio	982,996	.78	576,156,000
14. Cincinnati Bell, Inc. - Cincinnati, Ohio	747,916	.59	490,190,078
15. Puerto Rico Telephone Company - San Juan, Puerto Rico	696,066	.55	441,000,000
16. Rochester Telephone Corporation - Rochester, New York	506,433	.40	291,499,000
17. Century Telephone Enterprises, Inc. - Monroe, Louisiana	231,690	.18	156,917,000
18. Pacific Telecom, Inc. - Vancouver, Washington	229,958	.18	194,968,769
19. Telephone & Data Systems, Inc. - Chicago, Illinois	222,991	.18	139,798,900
20. Lincoln Telephone & Telegraph Co. - Lincoln, Nebraska	206,023	.16	127,446,000
21. C-TEC Corporation - Wilkes-Barre, Pennsylvania	169,796	.13	92,872,669
22. Anchorage Telephone Utility - Anchorage, Alaska	114,088	.09	88,722,007
23. Citizens Utilities Company - Stamford, Connecticut	93,202	.07	114,758,000
24. Puerto Rico Communication Authority - Santurce, Puerto Rico	91,962	.07	53,323,427
25. North State Telephone Company - High Point, North Carolina	81,278	.06	42,620,704
	123,210,124	97.24	$81,332,147,554

United States Telephone Association

900 19th Street, N.W., Suite 800 Washington, D.C. 20006-2102

(202) 835-3100

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